



## Executive Committee Charter

### Purpose

The purpose of the Executive Committee is to act on behalf of the Company's Board of Directors with respect to urgent, time-sensitive matters during the intervals between meetings of the Board when the full Board is unable to meet in person or telephonically. In addition, the Committee shall perform such duties as may be specifically directed by the Board from time to time.

Notwithstanding the foregoing, the Committee shall not have the powers specifically reserved to the full Board of Directors by the Company's bylaws, Articles of Incorporation, applicable law or rules of the New York Stock Exchange, nor shall the Committee exercise any authority granted to any other committee of the Board or to the shareholders of the Company.

### Composition of Committee

The Lead Director, the Chairman of the Board, and, if a different person, the Chief Executive Officer, and the Chairs of the other principal standing committees of the Board of Directors will be members of the Executive Committee. The Lead Director shall serve as the Chair of the Committee. Upon election as the Lead Director, Chairman of the Board, Chief Executive Officer or the Chairperson of one of the other principal standing committees of the Board, a director shall automatically become a member of the Committee (and Chairman of the Committee in the case of the Lead Director) and shall serve until such person no longer holds a qualifying position or the person otherwise resigns or is removed by the Board from his or her position with the Committee.

### Structure and Operations

A meeting of the Committee may be called upon the determination by the Chairman of the Board that a meeting of the Board of Directors is necessary to address an urgent, time-sensitive matter and that a quorum of the Board cannot be obtained in person or telephonically for such meeting. If the Chairman of the Board is unavailable to make such determination, then such determination may be made by the Lead Director or by the Chief Executive Officer (if other than the Chairman of the Board), and if each of these individuals is unavailable, then such determination may be made by any director serving on the Committee who is available.

The Lead Director will Chair all meetings of the Committee and, in the absence of the Lead Director, one of the other members of the Executive Committee shall be designated as the Acting Chair of the meeting.

Any action taken by the Committee will be promptly reported to all members of the Board.

The members of the Committee will receive no compensation for their service on the Committee.

### Outside Advisors

The Committee shall have the authority to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion.